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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:

MARIAH BAY LEASING
CORPORATION,

Debtor.

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CASE NO. 10-31171-SGJ-7
Chapter 7

**DESIGNATION OF RECORD ON APPEAL TO UNITED STATES
DISTRICT COURT FOR THE NORTHERN DISTRICT OF TEXAS,
DALLAS DIVISION, FROM ORDER ENTERED
ON OCTOBER 5, 2010**

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW, Mariah Bay Leasing Corporation (hereinafter
“Appellant”) and files this, its *Designation of Record on Appeal* to the
United States District Court for the Northern District of Texas, Dallas
Division, from the Order of the Bankruptcy Court dated October 5, 2010:

Designation of Record on Appeal

1. Appellant hereby designates the record on appeal:

Filing Date	Docket Text
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02/19/2010	<u>1</u> Chapter 11 voluntary petition. Fee Amount \$1039 Filed by Mariah Bay Leasing Corporation (Lindauer, Joyce)
03/05/2010	<u>27</u> Schedules A, B, D-H with Summary of Schedules. Filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>3</u> Notice of deficiency). (Lindauer, Joyce)
03/05/2010	<u>28</u> Statement of financial affairs . Filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>3</u> Notice of deficiency). (Lindauer, Joyce)
05/19/2010	<u>43</u> Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation. (Lindauer, Joyce)
05/19/2010	<u>44</u> Disclosure statement filed by Debtor Mariah Bay Leasing Corporation. (Lindauer, Joyce)
06/23/2010	<u>48</u> Motion for relief from stay - <i>Credit Union Liquidity Services, LLC's Motion for Entry of an Order, Pursuant to 11 U.S.C. Section 362(D), Granting Credit Union Liquidity Services, LLC Relief From the Automatic Stay</i> Fee amount \$150, Filed by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC Objections due by 7/5/2010. (Attachments: # <u>1</u> Affidavit # <u>2</u> Exhibit 1# <u>3</u> Exhibit 2# <u>4</u> Exhibit 3# <u>5</u> Exhibit 4# <u>6</u> Exhibit 5# <u>7</u> Exhibit 6# <u>8</u> Exhibit 7# <u>9</u> Exhibit 8# <u>10</u> Exhibit 9# <u>11</u> Exhibit 10# <u>12</u> Exhibit 11# <u>13</u> Exhibit 12# <u>14</u> Exhibit 13# <u>15</u> Exhibit 14) (Manns, Ryan)
06/29/2010	<u>51</u> Amended chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>43</u> Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation.). (Lindauer, Joyce)
06/29/2010	<u>52</u> Amended disclosure statement filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>44</u> Disclosure statement filed by Debtor Mariah Bay Leasing Corporation.). (Lindauer, Joyce)
07/06/2010	<u>53</u> Response opposed to (related document(s): <u>48</u> Motion for relief from stay - <i>Credit Union Liquidity Services, LLC's Motion for Entry of an Order, Pursuant to 11 U.S.C. Section 362(D), Granting Credit Union Liquidity Services, LLC Relief From the Automatic Stay</i> Fee amount \$150, filed by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC)

	filed by Debtor Mariah Bay Leasing Corporation. (Lindauer, Joyce)
07/07/2010	<u>54</u> First Modification to Amended disclosure statement filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>52</u> Amended disclosure statement filed by Debtor Mariah Bay Leasing Corporation). (Lindauer, Joyce) MODIFIED TEXT on 7/8/2010 (Brown, D.).
07/09/2010	<u>57</u> Order approving disclosure statement and setting hearing on confirmation of plan Entered on 7/9/2010 (RE: related document(s) <u>51</u> Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation). Confirmation hearing to be held on 8/10/2010 at 01:30 PM at Dallas Judge Jernigan Ctrm. (Blanco, J.)
08/09/2010	<u>68</u> Objection to confirmation of plan <i>Credit Union Liquidity Services, LLC's Objection to First Amended Plan of Reorganization</i> (RE: related document(s) <u>51</u> Chapter 11 plan) filed by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC. (Manns, Ryan)
08/13/2010	<u>71</u> Agreed Order granting motion for relief from stay by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC (related document # <u>48</u>) Entered on 8/13/2010. (Blanco, J.)
08/16/2010	<u>72</u> Order extending time to confirm plan Entered on 8/16/2010 (RE: related document(s) <u>51</u> Amended Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation). Deadline to file ballots and objections to the plan is extended to 09/07/2010. Hearing to be held on 9/10/2010 at 09:30 AM Dallas Judge Jernigan Ctrm for <u>51</u> , (Brown, D.) MODIFIED TEXT on 8/16/2010 (Brown, D.).
09/08/2010	<u>77</u> Modified chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>51</u> Amended chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation). (Lindauer, Joyce)
09/09/2010	<u>78</u> Witness and Exhibit List filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>51</u> Chapter 11 plan, <u>52</u> Disclosure statement). (Lindauer, Joyce)

09/09/2010	<u>79</u> Chapter 11 ballot summary filed by Debtor Mariah Bay Leasing Corporation. (Lindauer, Joyce)
09/09/2010	<u>80</u> Objection to confirmation of plan <i>Credit Union Liquidity Services, LLC's Amended Objection to the Debtor's First Amended Plan of Reorganization</i> (RE: related document(s) <u>43</u> Chapter 11 plan, <u>51</u> Chapter 11 plan, <u>77</u> Chapter 11 plan) filed by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC. (Manns, Ryan)
09/09/2010	<u>81</u> Witness and Exhibit List filed by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC (RE: related document(s) <u>51</u> Chapter 11 plan, <u>68</u> Objection to confirmation of plan, <u>77</u> Chapter 11 plan, <u>80</u> Objection to confirmation of plan). (Manns, Ryan)
09/10/2010	<u>82</u> Amended Witness and Exhibit List filed by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC (RE: related document(s) <u>81</u> List (witness/exhibit/generic)). (Manns, Ryan)
09/10/2010	Confirmation Hearing held on 9/10/2010. (RE: related document(s) <u>51</u> Amended chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>43</u> Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation.)) APPEARANCES: J. Lindauer and A. Ungerman for Debtor; R. Manns, T. Gerber and J. Schwartz for CULS; M. Andrews for City Bank. Nonevidentiary hearing. Court heard status report regarding term sheet for modified plan contemplating City Bank as a funder. Court granted oral motion for continuance and will hold a status conference on confirmation on 9/13/10 at 2:30 pm. (Womack, Jennifer)
09/13/2010	Status conference held on 9/13/2010. (RE: related document(s) <u>51</u> Amended chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>43</u> Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation.)) Appearances: T. Gerber and R. Manns for CULS; A. Ungerman for Debtor; M. Andrews for City Bank. Announcement of term sheet discussions. Court agreed to sign order approve motion for authority of debtor to enter into deed in lieu of foreclosure (conditional on various items discussed on the record). (Harden, D.) (Entered: 09/21/2010) TRANSCRIPT OF HEARING

09/27/2010	<u>95</u> Amended Witness and Exhibit List filed by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC (RE: related document(s) <u>78</u> List (witness/exhibit/generic), <u>81</u> List (witness/exhibit/generic), <u>82</u> List (witness/exhibit/generic)). (Manns, Ryan)
09/27/2010	<u>96</u> Amended Witness and Exhibit List filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>67</u> List (witness/exhibit/generic), <u>78</u> List (witness/exhibit/generic)). (Lindauer, Joyce)
09/27/2010	<u>97</u> Amended chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>43</u> Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation., <u>51</u> Amended chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation, <u>77</u> Modified chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation). (Lindauer, Joyce)
09/28/2010	<u>98</u> Certificate of service re: First Amended Plan filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>97</u> Chapter 11 plan). (Attachments: # <u>1</u> Mailing Matrix) (Lindauer, Joyce)
09/29/2010	<u>102</u> Objection to confirmation of plan (RE: related document(s) <u>51</u> Chapter 11 plan, <u>77</u> Chapter 11 plan, <u>97</u> Chapter 11 plan) filed by Creditor Credit Union Liquidity Services, LLC fka Texans Commercial Capital, LLC. (Schwartz, John)
09/30/2010	<u>104</u> Modified chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>43</u> Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation., <u>51</u> Amended chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation, <u>77</u> Modified chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation, <u>97</u> Amended chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation). (Attachments: # <u>1</u> Exhibit A-1 Projections)(Lindauer, Joyce)
09/30/2010	<u>105</u> Certificate of service re: First Amended Plan (Second Modification) filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>104</u> Chapter 11 plan). (Attachments: # <u>1</u> Mailing Matrix) (Lindauer, Joyce)
09/30/2010	Confirmation Hearing held on 9/30/2010. (RE: related document(s) <u>104</u> Modified chapter 11 plan filed by Debtor

	Mariah Bay Leasing Corporation) APPEARANCES: J. Lindauer and A. Ungerman for Debtor; K. Lippman for Whittle; J. Schwartz, R. Manns and T. Daniel for CULS. Evidentiary hearing. Confirmation of modified plan (which contemplates new plan funding from Whittle) denied for failure to comply sufficiently with Section 1125 or otherwise give fair notice, and for other reasons stated orally. Counsel for CULS to upload a form of order. (Davis, T.) (Entered: 10/05/2010) TRANSCRIPT OF HEARING
10/05/2010	<u>109</u> Order Denying Confirmation of First Amended Plan of Reorganization Dated June 28, 2010 (With Second Modification) (RE: related document(s) <u>104</u> Chapter 11 plan filed by Debtor Mariah Bay Leasing Corporation). Entered on 10/5/2010 (Brown, D.)
10/18/2010	<u>116</u> Notice of appeal . Fee Amount \$255 filed by Debtor Mariah Bay Leasing Corporation (RE: related document(s) <u>109</u> Order (generic)). Appellant Designation due by 11/1/2010. (Lindauer, Joyce)

Statement of Issues on Appeal

1. The Bankruptcy Court erred in not allowing Appellant to present its plan of reorganization to the Court for hearing.
2. The Bankruptcy Court erred in finding and concluding that the modifications proposed by Appellant were so adverse and material that they required additional disclosure.
3. The Bankruptcy Court denied Appellant its right to due process by failing to hear its plan of reorganization.

4. The Bankruptcy Court erred in finding and concluding that the secured tax creditor class could not be an impaired class to vote for the Plan.
5. The Bankruptcy Court erred in finding and concluding that the equity holders could not provide a cash contribution to fund the Plan.
6. The Bankruptcy Court erred in finding and concluding that CULS would be denied due process if the Plan went forward to hearing with the requested modifications.
7. The Bankruptcy Court erred in denying confirmation of the Appellant's Plan.

Respectfully submitted,

/s/ Joyce Lindauer
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*Attorney for Mariah Bay Leasing
Corporation*

CERTIFICATE OF SERVICE

I hereby **CERTIFY** that, on October 29th, 2010, I electronically filed the foregoing Designation of Record on Appeal with the Clerk of Court for the United States Bankruptcy Court, Northern District of Texas, Dallas Division, using the Electronic Case Filing (ECM) system provided by the Court. The ECM will send a "Notice of Electronic Filing" to the attorneys of record in the instant case who have consented in writing to accept this Notice as service of this document by electronic means.

/s/ Joyce Lindauer
Joyce Lindauer